

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY,
LLC,¹

Debtor.

Chapter 11

Case No. 22-10602 (JKS)

Objection Deadline: December 15, 2022 at 4:00 p.m. (ET)

**SUMMARY OF FIFTH MONTHLY FEE APPLICATION OF SHULMAN BASTIAN
FRIEDMAN & BUI LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM NOVEMBER 1, 2022 THROUGH NOVEMBER 30, 2022**

Name of Applicant:

Shulman Bastian Friedman & Bui LLP

Authorized to Provide
Professional Services to:

Debtor and Debtor in Possession

Date of Retention:

July 5, 2022 (effective July 5, 2022)

Period for which compensation
and reimbursement is sought:

November 1, 2022 through November 30, 2022

Amount of Compensation sought as
actual, reasonable and necessary
legal services rendered:

\$32,389.50

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary:

\$64.60

This is a(n): X monthly interim final application

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

PRIOR APPLICATIONS FILED

Dated Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
08/08/2022	7/5/2022 – 7/31/2022	\$89,666.00	\$41.05	\$71,732.80 (80%)	\$41.05 (100%)
09/08/2022	8/1/2022 – 8/31/2022	\$55,401.00	\$19.50	\$44,320.80 (80%)	\$19.50 (100%)
10/6/2022	9/1/2022 – 9/30/2022	\$32,427.50	\$0.00	\$25,942.00 (80%)	\$0.00 (100%)
11/7/2022	10/1/2022 – 10/31/2022	\$55,724.00	\$86.60	\$44,579.20 (80%)	\$86.60 (100%)

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LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM NOVEMBER 1, 2022 THROUGH NOVEMBER 30, 2022**

Shulman Bastian Friedman & Bui LLP (“SBFB”), general bankruptcy counsel to Agway Farm & Home Supply, LLC, the debtor and debtor in possession (the “Debtor”), hereby submits its monthly fee application (the “Application”) for entry of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 et seq., as amended (the “Bankruptcy Code”) granting interim compensation in the amount of \$32,389.50 and reimbursement of expenses in the amount \$64.60 for the period from November 1, 2022 through November 30, 2022 (the “Compensation Period”), and in support thereof, SBFB respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).

2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

3. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

BACKGROUND

4. On July 5, 2022 (the “Petition Date”), the Debtor filed a voluntary petition with the United States Bankruptcy Court for the District of Delaware (the “Court”) for relief under chapter 11 of the Bankruptcy Code. The Debtor continues as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code while it completes its dissolution and winddown. On July 18, 2022, an official committee of unsecured creditors (the “Committee”) was appointed in this case. On November 9, 2022, a first amended notice of appointment of an official committee of unsecured creditors was filed. No trustee or examiner has been appointed.

5. On July 13, 2022, the Debtor filed a Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Administrative Compensation Motion”) [D.I. 54]. The deadline for filing objections to the Administrative Compensation Motion was 4:00 p.m. (ET) on July 27, 2022. No objections to the Administrative Compensation Motion were filed and on August 2, 2022 the Debtor submitted its Certification of Counsel and proposed form of order approving the Administrative Compensation Motion [D.I. 103]. On August 3, this Court entered an Order granting the Administrative Compensation Motion [D.I. 114].

6. On July 13, 2022, the Debtor filed an application seeking the retention and employment of Shulman Bastian Friedman & Bui LLP as bankruptcy counsel for the Debtor nunc pro tunc to the Petition Date [D.I. 50]. On August 3, 2022, this Court entered an Order

[D.I. 112] approving the retention of SBFB as bankruptcy counsel to the Debtor nunc pro tunc to the Petition Date.

7. Attached hereto as **Exhibit A** is a full and detailed statement describing the services rendered by each professional and paraprofessional at SBFB during the Compensation Period.

8. To apprise this Court of the legal services provided during the Compensation Period, SBFB sets forth the following summary of legal services rendered. The summary is intended only to highlight the general categories of services performed by SBFB on behalf of the Debtor; it is not intended to set forth each and every item of professional services which SBFB performed.

- **Estate Analysis**

This category includes time expended by SBFB in connection with addressing potential collection actions, including review and analysis of issues related to collection of accounts receivable and multiple conferences and correspondence related to same. This category includes (i) review and analysis of issues and numerous communications relating to status of outstanding receivables and action plan, (ii) conferences with John Hart Farms addressing settlement, including the review and finalizing of a settlement agreement and preparation of a Rule 9019 motion to approve same, (iii) engage in settlement negotiations with various parties, including Montpelier Agway, Pughtown Agway, and Binghamton Agway, (iv) participate in numerous communications and discussions with recipients of demand letter; and (v) drafting of settlement procedures motion.

SBFB expended 21.80 hours of time for a charge of \$7,431.00 services rendered with respect to matters relating to estate analysis.

- **Asset Disposition**

This category includes time expended by SBFB in connection with the sale of the Debtor's assets. Such services included but are not limited to the following: (1) strategy with respect to the sales process, (2) addressing pending sale issues with the Committee and various parties, (3) communications addressing sales process and related options for vacating of the premises and rejection procedures, (4) addressing issues relating to retention and abandonment/destruction of certain property and records, (5) preparation of orders and notice in support of motion to reject distribution center leases and other contracts and setting rejection procedures, (6) preparation of motion to reject burdensome leases and contracts, and (7) addressing issues relating to turnover of certain personal property assets.

SBFB expended 26.90 hours of time for a charge of \$13,980.50 for services rendered with respect to matters relating to asset disposition.

- **Business Operations**

This category includes time expended by SBFB in connection with addressing issues related to the Debtor's business operations. Such services included dealing with lease related matters and review of weekly disbursements.

SBFB expended 1.30 hours of time for a charge of \$733.50 for services rendered with respect to matters relating to business operations.

- **Case Administration**

This category includes time expended by SBFB in connection with (1) reviewing the Debtor's monthly operating report and communications addressing same, (2) participating in conference calls with the Debtor and Committee counsel relating to pending issues/next steps in case and various case management issues, and (3) attending to various case administrative

matters, calendaring of hearings and various related deadlines, and updating and maintaining casefiles.

SBFB expended 4.50 hours of time for a charge of \$1,942.50 for services rendered with respect to matters relating to case administration.

- **Claims Administration & Objections**

This category includes analysis regarding potential claim issues, including review of various claims and corresponding with various claimants relating to filed claims.

SBFB expended 1.60 hours of time for a charge of \$806.50 for services rendered with respect to matters relating to claims administration and objections.

- **Employee Benefits and Pension**

This category includes time expended by SBFB in connection with reviewing and analyzing employee claims and payments, reviewing terms of the Court-approved KEIP and KERF, and addressing issues relating to additional retention bonuses.

SBFB expended 3.50 hours of time for a charge of \$2,007.50 for services rendered with respect to matters relating to employee benefits and pension.

- **Fee Application**

This category includes time expended by SBFB in connection with reviewing and revising invoices in preparation of monthly fee applications, addressing issues relating to monthly fee applications, and in commencing drafting of this monthly fee application of SBFB. This category also includes finalizing SBFB's first interim fee application. Lastly, this category includes addressing issues and assisting other professionals with the preparation of interim fee applications, including preparation of a form interim fee application for use by parties.

SBFB expended 8.70 hours of time for a charge of \$2,997.00 for services rendered with respect to matters relating to fee application.

- **Fee and Employment Objections**

This category includes time expended by SBFB in reviewing the CNO relating to the fourth monthly fee application of SBF&B.

SBFB expended .10 hours of time for a charge of \$52.50 for services rendered with respect to matters relating to fee and employment objections.

- **Plan and Disclosure Statement**

This category includes time expended by SBFB in connection with reviewing and analysis relating to the exclusivity deadline and in the preparation of a motion to extend the plan exclusivity periods. This category further includes addressing issues and communications with Committee counsel relating to the Committee's request for carve out from exclusivity.

SBFB expended 5.20 hours of time for a charge of \$2,288.50 for services rendered with respect to matters relating to plan and disclosure statement.

- **Employment**

This category includes time expended by SBFB in connection with assisting RKE (accountants) in the preparation of its first interim fee application.

SBFB expended .60 hours of time for a charge of \$150.00 for services rendered with respect to matters relating to employment applications.

9. The total sum due to SBFB for professional services rendered on behalf of the Debtor during the Compensation Period is \$32,389.50. SBFB submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

10. SBFB incurred \$64.60 of expenses during the Compensation Period. A chart detailing the specific disbursements is attached hereto as **Exhibit B**.

11. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements, including that copying charges were only \$.10 per page.

WHEREFORE, SBFB hereby requests pursuant to the procedures allowed in the Administrative Compensation Order: (i) interim allowance of compensation for necessary and valuable professional services rendered to the Debtor in the amount of \$32,389.50 and reimbursement of expenses in the amount of \$64.60 for the period from November 1, 2022 through November 30, 2022; (ii) payment in the total amount of \$25,976.20 (representing 80% of the total fees (\$25,911.60) billed and 100% of the expenses \$64.60 incurred during the Application Period); and (iii) such other relief as this Court deems just and proper.

[Signature Page to Follow]

Dated: December 5, 2022
Wilmington, Delaware

MORRIS JAMES LLP

/s/ Brya M. Keilson

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Counsel to the Debtor and Debtor in Possession

VERIFICATION

Melissa D. Lowe, after being sworn according to law, deposes and says:

- a) I am a partner with the law firm of Shulman Bastian Friedman & Bui LLP.
- b) I have personally performed or am familiar with the services rendered by SBFB,
as counsel to the Debtor.
- c) I have reviewed the foregoing Fee Application and the facts set forth therein are
true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed
Local Rule 2016-2, and submit that the Fee Application complies with such Rule.

Dated: December 5, 2022

/s/ Melissa D. Lowe
Melissa D. Lowe